



Luigi L. De Ghenghi

PARTNER

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Mr. De Ghenghi is a partner in Davis Polk's Financial Institutions Group. His practice focuses on bank M&A, strategic bank regulatory and financial reform advice, and capital markets transactions for U.S. and non-U.S. banks and other financial institutions. He is experienced in advising on Basel III regulatory capital and liquidity issues, living wills, enhanced prudential standards and a wide variety of financial regulatory matters.

He is also experienced in advising banks and other financial institutions on corporate governance and compliance matters, bank insolvency issues, government investigations and enforcement actions, cross-border collateral transactions, and clearance and settlement systems.

BAR ADMISSIONS

State of New York
U.S. Court of Appeals, Sixth Circuit
U.S. District Court, E.D. New York
U.S. District Court, S.D. New York

EDUCATION

B.A., McGill University, 1980
with great distinction
B.A. in Law, University of Oxford, 1982
J.D., Northwestern University School of Law, 1985
cum laude
Articles Editor, *Northwestern University Law Review*

WORK HIGHLIGHTS

Mr. De Ghenghi has advised financial institutions, private equity funds and investors in banks and investment banks on a variety of transactions and other matters including:

GE Capital on the rescission of its nonbank SIFI designation, as well as various asset sales following its 2015 restructuring

Strategic Growth Bank on its proposed merger of equals with Sunflower Bank, its spin-off of SG Capital Partners, and its acquisitions of Mile High Banks under Section 363 of the Bankruptcy Code and New Mexico Banquest

C1 Financial on its merger with Bank of the Ozarks, Inc.

China Cinda Asset Management Co., Ltd. on its acquisition of Nanyang Commercial Bank, Limited

Morgan Stanley on various non-controlling investments, its strategic alliance and Japanese securities joint venture with MUFG, and the spin-off of its in-house proprietary trading unit, Process Driven Trading (PDT)

Green Dot on its acquisition of Bonneville Bancorp and Loopt, and its acquisitions of assets and assumption of deposits from Synovus Financial Corp. and GE Capital Retail Bank

OneMain Financial on its acquisition by Springleaf

Mizuho Financial Group on the formation of Mizuho Americas, its intermediate U.S. bank holding company

Banco Santander on the formation of its intermediate holding company (IHC)

PIMCO on the formation of its \$2.3 billion Bank Recapitalization and Value Opportunities (BRAVO) Fund

Lloyds Banking Group plc on its acquisition of HBOS plc

Sanpaolo IMI on the €65 billion merger between Sanpaolo IMI and Banca Intesa

Citizens Financial Group, Inc. and The Royal Bank of Scotland Group plc on Citizens' \$3.462 billion IPO and subsequent follow-on offerings

Agricultural Bank of China, Industrial and Commercial Bank of China and China Merchants Bank on their IPOs and the underwriters of China Construction Bank on its IPO

The underwriters on BankUnited, Inc.'s \$900 million IPO

Citigroup, Inc. on its offering of \$20.5 billion of new equity capital and debt securities in connection with its repayment of \$20 billion of TARP trust preferred securities

Intesa Sanpaolo in connection with its multi-year criminal and civil investigation by the U.S. DOJ, the Manhattan DA's office, and OFAC into alleged violations of U.S. economic sanctions.

From 1995 to 2001, he worked for J.P. Morgan in Brussels and London, where he became a managing director, head of the legal department for Europe, the Middle East and Africa, and member of the European Management Committee.

RECOGNITION

Mr. De Ghenghi is listed as a leading lawyer in *Chambers USA* and *IFLR1000*, was named as a "Banking MVP of the Year" in 2016 by *Law 360*, and was selected by his peers for inclusion in the 2018 edition of *The Best Lawyers in America* for his work in "Financial Services Regulation Law."

OF NOTE

Author, "The IHC Requirement and Enhanced Prudential Standards for FBOs" (Chapter 6), *Regulation of Foreign Banks and Affiliates in the United States*(9th ed.)

Co-Author, "Foreign Bank Acquisitions of U.S. Banks and Thrifts" (Chapter 2), *Regulation of Foreign Banks and Affiliates in the United States*(9th ed.)

Author, "United States" (Chapter 41), *The Banking Regulation Review*(7th ed.)

PROFESSIONAL HISTORY

Partner, 2006-present

Counsel, Davis Polk, London office, 2001-2006

Managing Director, J.P. Morgan (Brussels and London), 1995-2001

Associate, Cleary Gottlieb Steen & Hamilton, 1990-1995

Associate, Davis Polk, 1985-1989